

**Bucharest**

**Digi Communications N.V.**

**announces**

**Convocation of the Company's general shareholders meeting for 30 April 2020 for the approval of, among others, the 2019 Annual Report and of the 2019 Financial Statements**

19 March 2020

The Company would like to inform the market and its investors that today, 19 March 2020, the Board of Directors of the Company **convenes the general shareholders meeting** (the "GSM") of the Company (Digi Communications N.V.), **to be held on Thursday, 30 April 2020** at 12:00 p.m. CEST, at the offices of Freshfields Bruckhaus Deringer LLP (Amsterdam office), **Strawinskylaan 10, 1077 XZ Amsterdam, The Netherlands**

The main topics for the GSM are the following:

- discussion and approval items on the Annual Report 2019 (including the annual report, the financial statements (consolidated and stand-alone) and the auditor report)
- approval for the distribution of a gross dividend of 0.65 RON per share; ex-date – 15 May 2020, reference date – 16 May 2020, and the payment date on or around – 29 May 2020;
- release from liability of the members of the Board of Directors;
- remuneration report for 2019, advisory, non-binding vote;
- approval of the new remuneration policy of the members of the Board of Directors;
- appointment of the statutory auditor for the year ending 31 December 2020;
- designation of the Board of Directors as the competent body to repurchase own Class B Shares;
- reappointment of the members of the Board of Directors;
- approval of award of stock options to executive directors.

We kindly invite the market to visit the Company's website at <http://www.digi-communications.ro/en/general-share-holders> (for English readers) and at <http://www.digi-communications.ro/ro/aga> (for Romanian readers) to review the documentation package for the GSM.

The above-mentioned section from the Company's website also contain the English and Romanian complete versions of the 2019 Annual Report, the 2019 Consolidated and Stand-alone Financial Statements of the Company, as well as the Independent Auditor's Report.

The document named '*Agenda and explanatory notes*' contains detailed descriptions regarding the items for the GSM.

Any shareholder interested in attending or voting at the GSM needs to follow the procedures set out in the articles of association of the Company (available at

<http://www.digi-communications.ro/en/corporate-governance>) and on the ‘Convocation Notice’ available at <http://www.digi-communications.ro/en/general-share-holders>).

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**ANNUAL GENERAL MEETING OF DIGI COMMUNICATIONS N.V. (THE COMPANY) TO BE HELD ON THURSDAY 30 APRIL 2020 AT 12:00 PM CEST AT THE OFFICES OF FRESHFIELDS BRUCKHAUS DERINGER LLP (AMSTERDAM OFFICE), STRAWINSKYLAAN 10, 1077 XZ AMSTERDAM, THE NETHERLANDS**

## **AGENDA**

### **1. Opening**

### **2. Annual Report 2019**

- a. Board report 2019 (discussion item)
- b. Dividend and Reservations Policy (discussion item)
- c. Adoption of the 2019 Annual Accounts (voting item)
- d. Distribution of dividend (voting item)
- e. Release from liability of the members of Board of Directors (voting item)

### **3. Application of the Remuneration Policy and Remuneration Report for 2019**

- a. Remuneration Report for 2019 (advisory, non-binding vote)
- b. Approval of the new Remuneration Policy (voting item)

### **4. Appointment of Statutory Auditor**

Proposal to appoint Ernst & Young Accountants, LLP, Netherlands as the statutory auditor of the Company for the financial year 2020 (voting item)

### **5. Designation of the Board of Directors as the competent body to repurchase own Class B Shares**

Designation of the Board of Directors as the competent body to repurchase Class B Shares (voting item)

### **6. Re-appointment of the members of the Board of Directors**

- a. Re-appointment of Serghei Bulgac as executive-director of the Board of Directors (voting item)
- b. Re-appointment of Valentin Popoviciu as executive-director of the Board of Directors (voting item)
- c. Re-appointment of Zoltan Teszari as non-executive-director and president of the Board of Directors (voting item)
- d. Re-appointment of Marius Catalin Varzaru as non-executive-director and vice-president of the Board of Directors (voting item)
- e. Re-appointment of Bogdan Ciobotaru as non-executive-director of the Board of Directors (voting item)
- f. Re-appointment of Piotr Rymaszewski as non-executive-director of the Board of Directors (voting item)
- g. Re-appointment of Emil Jugaru as non-executive-director of the Board of Directors (voting item)

## **7. Approval of award of stock options to executive directors**

Authorize the Board of Directors to decide upon the award of stock options to executive directors of the Company (voting item)

## **8. Close of Meeting**

### *Agenda*

The agenda for the AGM and the explanatory notes thereto together with the Annual Report 2019 is available on the website of the Company ([www.digi-communications.ro](http://www.digi-communications.ro)) from 19 March 2020 onwards and is, with effect from the same date, available for inspection and obtainable free of charge at the offices of the Company (tel. +40314006505 and address: Dr. N. Staicovici 75, fourth floor, Bucharest, Romania).

### *Record Date*

Shareholders (which for the purposes of this notice includes holders of rights of usufruct and pledgees with voting rights) are entitled to attend and vote at the AGM (either in person or by proxy) if they (i) are registered in one of the (sub)registers as described below on the 28<sup>th</sup> day prior to the AGM and therefore on Thursday, 2 April 2020 (the **Record Date**) after all debit and credit entries have been handled and (ii) in addition have notified the Company of their intended attendance at the AGM in the manner mentioned below. The designated (sub)registers are the administration records of the Romanian Central Depository (Depozitarul Central S.A.), and the shareholders' register of the Company.

### *Notification of Attendance*

Class A shares: holders of registered class A shares (which for the purposes of this notice includes holders of rights of usufruct and pledgees with voting rights in respect of these shares) who wish to attend the AGM (either in person or by proxy) must notify the Company of their intended attendance, which notice, accompanied where applicable by written power of attorney (see below), must have been received by Mrs. Andra Gunescu, the Company secretary (address: Dr. N. Staicovici 75, fourth floor, Bucharest, Romania and e-mail [digi.gsm@digi-communications.ro](mailto:digi.gsm@digi-communications.ro)) no later than by **Thursday 23 April 2020 at 5.00 pm EEST**. Duly registered shareholders will receive a receipt confirmation supplied by the Company which together with a valid identification document will also serve as admission ticket for the AGM.

Class B shares: holders of class B shares (which for the purpose of this notice includes holders of rights of usufruct and pledgees with voting rights in respect of these shares) who wish to attend the AGM (either in person or by proxy) must notify the Company by registering via the Evo-platform of ING Bank N.V. ([www.ing.evo-platform.com/digi](http://www.ing.evo-platform.com/digi)) no later than by **Thursday 23 April 2020 at 5.00 pm EEST**. Duly registered shareholders will receive a receipt confirmation supplied by ING Bank N.V. which together with a valid identification document will also serve as admission ticket for the AGM.

### *Representation by Proxy*

Shareholders (which for the purpose of this notice includes holders of rights of usufruct and pledgees with voting rights) who choose to be represented at the AGM may grant a proxy to a person to vote at the AGM on their behalf as follows:

**Class A shares:** holders of registered class A shares (which for the purpose of this notice includes holders of rights of usufruct and pledgees with voting rights in respect of those shares) may grant a proxy to (i) a third person or (ii) to Mrs. Andra Gunescu, the Company secretary, and to Mrs. Madalina Elena-Lungu, legal counsel of the Company (address: Dr. N. Staicovici 75, fourth floor, Bucharest, Romania), any of whom to individually and alternatively (and not collectively) execute the given proxy in which case such proxy must include unequivocal voting instruction(s). The holder of shares A will notify the Company of an electronic copy of the proxy at the following email address: [digi.gsm@digi-communications.ro](mailto:digi.gsm@digi-communications.ro) no later than by **Thursday 23 April 2020 at 5.00 pm EEST**.

**Class B shares:** The holders of class B shares may grant a proxy, where applicable with voting instructions, to a third person via [www.ing.evo-platform.com/digi](http://www.ing.evo-platform.com/digi) when registering for the AGM. The duly completed and executed power of attorney must be received by the Company for the attention of Mrs. Andra Gunescu, Dr. N. Staicovici 75, fourth floor, Bucharest, Romania, or by e-mail: [digi.gsm@digi-communications.ro](mailto:digi.gsm@digi-communications.ro), no later than by **Thursday 23 April 2020 at 5.00 pm EEST**.

### ***E-voting Class B Shares***

Only holders of class B shares (which for the purpose of this notice includes holders of rights of usufruct and pledgees with voting rights in respect of those shares) may also give voting instructions via [www.ing.evo-platform.com/digi](http://www.ing.evo-platform.com/digi) no later than by **Thursday 23 April 2020 at 5.00 pm EEST**.

### ***Identification***

Persons entitled to attend the AGM (which includes persons granted with a proxy in the manner as described above) will be requested to identify themselves at the Registration Desk prior to admission to the AGM and are therefore requested to bring a valid identity document.

### ***Issued capital and voting rights of the Company***

At the day of this convocation, the Company has an issued share capital of EUR 6,810,042.52 consisting of 64,556,028 Class A Shares, each having a nominal value of EUR 0.10 and 35,443,972 Class B Shares, each share having a nominal value of EUR 0.01. 4,409,361 Class A Shares and 1,353,391 Class B Shares are held by the Company in its own share capital (in treasury). No votes may be cast for shares held by the Company in its own share capital. Therefore, the total number of voting rights at the day of this convocation amounts to 635,557,257.

### ***COVID-19***

Depending on the evolution of the COVID-19 outbreak, the Company may decide to limit social gatherings surrounding the meeting. Shareholders are advised to regularly check our website for any further updates.

For details regarding the reports, please access the official websites designated of Digi: [www.digi-communications.ro](http://www.digi-communications.ro) (Investor Relations Section).

## **About Digi Communications N.V.**

Digi is the parent holding company of RCS&RDS, a leading provider of pay TV and telecommunications services in Romania and Hungary. In addition, RCS&RDS provides mobile services as an MVNO to the large Romanian communities living in Spain and Italy.

### **Contacts**

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<https://news.europawire.eu/digi-communications-n-v-announces-convocation-of-the-companys-general-shareholders-meeting-for-30-april-2020-for-the-approval-of-among-others-the-2019-annual-report-and-of-the-2019-financia/eu-press-release/2020/03/19/>